

**Minute of meeting of River Clyde Homes' Board
held via Microsoft Teams on Tuesday 29th March 2022 at 5.30pm**

	Name	Designation
Present	Jillian Moffat (JM) Chris Curley (CC) Gillian McLees (GMcL) Tom Ferrier (TF) John Quinn (JQ) Christopher Morgan (CM) Robert Speir (RS) Charles Thompson (CT) Heike Noack (HN) Chris McEleny (CMcE)	Board Member (Chair) Board Member Board Member Board Member Board Member Board Member Board Member Board Member Board Member Board Member
Apologies	Ellis Barilli (EB)	Board Member
Others in Attendance	Richard Turnock (RT) John Wright (JW) Sandra McLeod (SMcL) Derek Ferguson (DF) Siobhan O'Kane (SO)	CEO Executive Director Group Services Executive Director Customer Services Managing Director (HFS) Minute Taker

1. Sederunt, welcome introduction and apologies

JM welcomed all and sederunt as outlined above.

2. Declarations of Interest

2.1 The Board noted the declarations of interest made by JM, CM, JW and DF related to their positions on the subsidiary company Board.

3.1 Confidential Minute of meeting held on 31st January 2022

The Board:

- **Approved the minutes as a true record.**

3.2 Minute and Confidential Minute of meeting held on 8th February 2022

The Board:

- **Approved the minutes as a true record.**

3.3 Confidential Minute of meeting held on 16th March 2022

The Board:

- **Approved the minutes as a true record.**

3.4 Action Tracker

Board

Action 1 – this action is ongoing and should remain on the tracker.

Action 2 – this action has been completed and can be removed from the tracker.

Audit & Risk

All actions on the tracker have been or will be completed by the dates identified.

Social Landlord Operations Committee

All actions on the tracker have been or will be completed by the dates identified.

4.1 Audit & Risk Committee 15th March 2022

4.1.1 The Board was advised that the Committee discussed a number of items and, in particular, focussed on the 2022/23 Budget and 5 Year Financial Plan. The Committee considered the priorities for Internal Audit and also the upcoming refinancing exercise for which RS agreed to join the Task and Finish Group.

4.2 Social Landlord Operations Committee 22nd February 2022

4.2.1 The Board was advised that the Committee was presented with the draft Asset Strategy for consideration and agreed with the document whilst acknowledging that it would be refined further in line with the 5 year Business Plan. A discussion took place at Committee regarding the targets for 22/23 with a particular focus on voids and the actions that are in place to improve performance in this area.

4.3 Remuneration & Nominations Committee 10th March 2022 (Confidential Item)

Contained in the Confidential Minute.

4.4 HFS 23rd February 2022

4.4.1 The Board was advised that the HFS Board focussed on the 22/23 budget which it agreed was both achievable and prudent. There was also a discussion on void performance and detail was provided on the actions being undertaken by both RCH and HFS to improve performance.

5.1 Management Accounts

5.2 Amendment Letter to Facility Agreement

5.3 Capital Works Programme 2022/23

5.4 Budget and 5 Year Financial Plan 2022/23

5.1.1 A presentation was given regarding items 5.1 – 5.4 focussing on the 21/22 Management Accounts highlights as at the end of January 2022; the 22/23 Budget and 5 Year Financial Plan highlights; efficiencies; financial covenants; stress testing and mitigations; and proactive management of covenant compliance.

5.1.2 A discussion took place regarding the repairs budget and the breakdown of this budget was explained to the Board. The Board was also advised that there is a focus on enhancing our planned works with a view to reducing our reactive repairs works.

5.1.3 Budget assumptions were also discussed and, in particular, the stress testing that has been undertaken. Confirmation was given that stress testing number 4 takes account of the situation where rent increases are lower than inflation increases. Assurance was also given that assumptions continue to comply with covenant headroom.

5.1.4 Clarity was sought in relation to the accounting of depreciation and confirmation was given that RCH has adhered to its accounting policy with regards to this and we have continued to adopt a prudent approach. The Board was reminded that this is a recurring charge which features in the accounts every year and that we take the full year depreciation for new build properties regardless of the time of year at which they become available for let.

CC left the meeting.

5.1.5 The Board discussed the various mitigations that have been identified and assurance was given that in the event this was necessary all options would be explored and discussed with the Board and we would seek to be proactive with lenders.

5.1.6 A discussion took place regarding the potential to increase the works allocated to HFS and the Board was assured that discussions and opportunities regarding this are continually considered and that this is also a key priority for the HFS Board.

Item 5.1 – the Board:

- **Noted the financial monitoring in respect of the period ended 31 January 2022 together with financial projections.**

Item 5.2 – the Board:

- **Approve and accept the terms of the Amendment Letter to amend RCH's facility agreements with NBS and RBS.**
- **Delegated authority to Executive Director Group Services to complete this amendment.**
- **Approved the use of the electronic signature for the Chair on the extract minute of this meeting.**

Item 5.3 – the Board:

- **Approved the capital works plan focusing on compliance, EESSH, SHQS and regeneration projects.**
- **Noted that in addition to internal performance monitoring meetings, the Social Landlord Operations Committee (SLOC) will receive progress updates on delivery of this programme on a quarterly basis.**

Item 5.4 – the Board:

- **Approved the 2022/23 Income & Expenditure Budget**
- **Approved the 2022/23 Capital Spend**
- **Approved the 5-year projections for Income and Expenditure**
- **Approved the 5-year projections for the Capital Spend**
- **Approved the 5-year financial projections for submission to Scottish Housing Regulator**
- **Noted the key assumptions underpinning the financial plan and 30-year financial projections**

5.5 Annual Authority to Procure

5.5.1 This report was presented and the Board was reminded that the Audit & Risk Committee has reviewed the information and has confirmed recommendation for approval.

The Board:

- **Approved the request for authority to procure as indicated in Appendix 2 “Annual Authority to Procure”.**

5.6 Corporate Plan 2022/23

5.6.1 This report was presented and the Board was advised that it sets out the refreshed outcomes for the next financial year which are aligned to discussions at the Strategy Event in November 2021. It was highlighted that an additional outcome regarding strong partnerships has been incorporated and that the focus has changed from ‘more homes’ to ‘sustainable homes’.

5.6.2 The Board welcomed the inclusion of strong partnerships and noted the importance of exploring potential funding opportunities to support our outcomes.

CMcE left the meeting.

The Board:

- **Approved the 2022/23 RCH Group Corporate Plan.**
- **Approved the proposed operational key performance indicators for 2022/23.**
- **Noted that a revised Five-Year Business Plan will be considered by the Board at its meeting on 24 May 2022 (preliminary material will be circulated to the Board during April and May).**

6.1 CEO Update (Confidential Item)

Contained in the Confidential Minute.

7. AOB

Contained in the Confidential Minute.

Date of next meetings

RCH Group Board Meeting: 24th May 2022

RCH Social Landlord Operations Committee: 26th July 2022

RCH Group Audit & Risk Committee Meeting: 28th July 2022

HFS Board Meeting: 2nd August 2022